

RECORDATION NO. 22721K FILED

MAR 20 '07

10-53 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Tel. 847.318.7575
Fax. 847.318.7588

VIA UPS 2nd DAY AIR

March 1, 2007

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated December 6, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 22721-A.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Twin Cities & Western Railroad Company
2925 12th Street, East
Glencoe, MN 55336

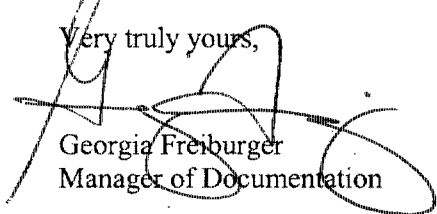
A description of the railroad equipment covered by the enclosed document is twenty-one (21) 4750 cu. ft. covered hopper cars, with TCWR marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures

(TCW030)

ASSGN. NO.: TCW030

MEMORANDUM OF LEASE

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SURFACE TRANSPORTATION BOARD

14th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 6 day of December, 2006 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Twin Cities & Western Railroad Company, a Minnesota corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of February 25, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of _____, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

By: Susan Grokulska

Name: SUSAN GROKULSKY

Title: MGR. OF DOCUMENTATION Executed on this 6th day of December, 2006.

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

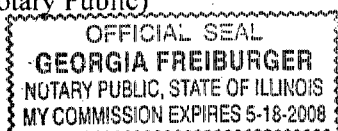
WITNESS my hand and official stamp or seal, this 6th day of December, 2006

[Signature]
Notary Public

My Commission Expires:

5-2008

(Notary Public)



LESSEE:

TWIN CITIES & WESTERN
RAILROAD COMPANY

ATTEST:

By: Mark Wegner
Name: MARK WEGNER
Title: EVP & COO

By: _____
Name: _____
Title: _____

Executed on this 30th day of NOV, 2006

[CORPORATE SEAL]



STATE OF Minnesota
COUNTY OF McLeod

I, Tina M. Lueth, a Notary Public of the County and State
aforesaid, certify that Mark Wegner personally appeared before me this day
and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of November, 2006

Tina M. Lueth
Notary Public

My Commission Expires:

January 31st, 2010
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty-one (21)

DESCRIPTION OF CARS: 4750 cu. Ft. capacity covered hopper cars equipped with
trough hatches and gravity gates, 268 GWR.

CAR NUMBERS:

TCWR	821513
TCWR	821514
TCWR	821525
TCWR	822331
TCWR	822343
TCWR	822345
TCWR	822347
TCWR	824479
TCWR	824526
TCWR	824627
TCWR	826917
TCWR	828456
TCWR	828479
TCWR	830289
TCWR	830381
TCWR	830663
TCWR	830677
TCWR	830998
TCWR	831007
TCWR	832159
TCWR	832187